



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 15888 Q, K FILED

DEC 1 '97

1-37 PM

November 25, 1997

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-8)
Recordation No. 15888

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 1 1 37 PM '97
12-1-97

Dear Ms. Fort:

Enclosed are the original and three certified copies of the Fifth Supplemental Equipment Trust Agreement dated as of November 3, 1997, between Union Tank Car Company and First Trust N.A., as Trustee, and the original and three certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$48 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

encls
UTC4066



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

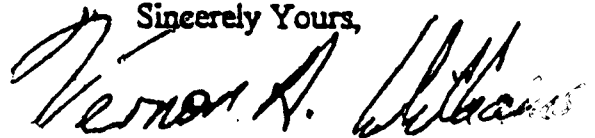
Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

DATE: 12/1/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 12/1/97 at 1:37PM, and
assigned recordation number(s). 15888-J and 15888-K.

Sincerely Yours,

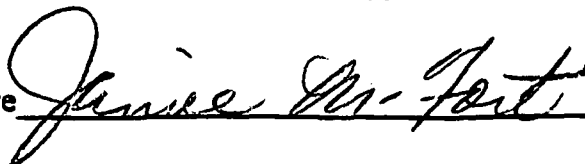


Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



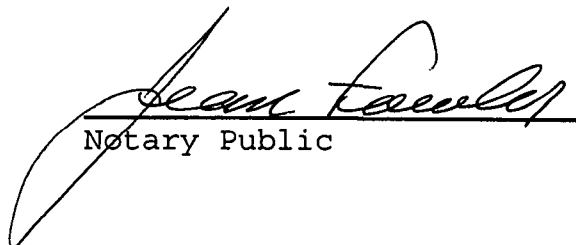
STATE OF ILLINOIS)
)
COUNTY OF COOK)

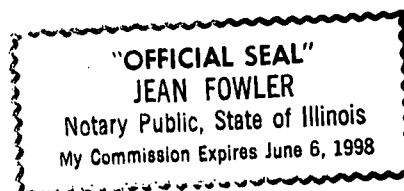
RECORDATION NO. 15888-2 FILED
DEC 1 '97 1-37 PM

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Fifth Supplemental Trust Agreement dated as of November 3, 1997, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 25th day of November, 1997.


Notary Public



FIFTH SUPPLEMENTAL TRUST AGREEMENT DEC 1 '97 1-37 PM
UNION TANK CAR COMPANY (SERIES P-8)

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of November 3, 1997, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and First Trust, N.A., formerly known as First Trust Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 1, 1988, providing for the issue of its Equipment Certificates (Series P-8) in the aggregate principal amount of \$48,750,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no


responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____

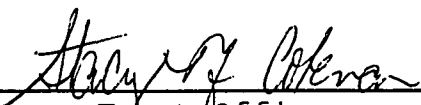

R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

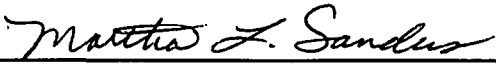


Attest:


Trust Officer

FIRST TRUST, N.A.

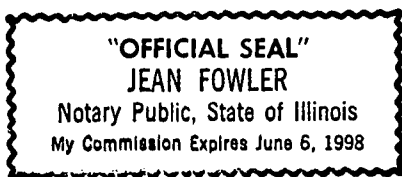
By: _____

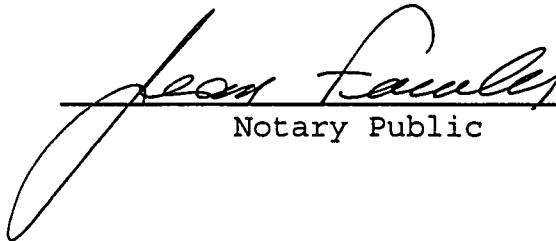

Title: Vice President

UTC2044P

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25 day of November, 1997, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



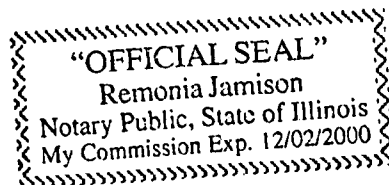

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25th day of November, 1997, before me personally came MARTHA L. SANDERS, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of First Trust, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.


Notary Public

UTC2044P



10/28/97

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: P008

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
23	C214	5,800 CUFT.	UTCX 48236-48254, UTCX 48331- 48332, UTCX 48334-48335
31	T104	16,500 GAL.	UTLX 630036-630064, UTLX 630066- 630067
13	T105	20,600 GAL.	UTLX 640117-640129
16	T106	23,600 GAL.	UTLX 640094-640104 UTLX 640130-640134
<u>83</u>	TOTAL		

10/28/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS
SCHEDULE B

CERTIFICATE TRUST SERIES: P008

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
48	T524	12,500 GAL.	UTLX 900125–900172
48 TOTAL			